



BANK OF BOSTON

March 10, 1993

RECORDATION NO. 16168-N14 FILED 1425

MAR 11 1993 3:50 PM

INTERSTATE COMMERCE COMMISSION

The Honorable Noretta R. McGee
Secretary
Interstate Commerce Commission
12th Street and Constitution Avenue
Washington, DC 20423

Dear Ms. McGee:

We have enclosed two originals of the secondary document described below to be recorded pursuant to Section 11303 of Title 49 of the United States Code:

Partial Termination of Security Agreement by The First National Bank of Boston and Exhibit A

The primary document to which this is connected is duly recorded under Recordation Number 16168 filed on January 18, 1989 at 10:55 AM.

The secondary document is a Partial Termination of Security Agreement. The names and addresses of the parties to the document are as follows:

Secured Party: The First National Bank of Boston
100 Federal Street
Boston, MA 02110

Debtor: Helm Financial Corporation
One Embarcadero Center
San Francisco, CA 94111

A description of the equipment covered by the document follows:

- (2) 4000 C.F. Covered Hopper Railcars;
- (35) 4600 C.F. or greater Covered Hopper Railcars.

A more complete description of the equipment covered by the document is set forth on the attached Exhibit A to the Partial Termination of Security Agreement..

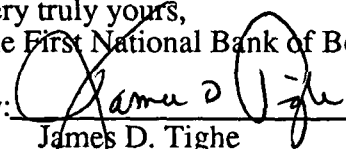
A fee of \$17.00 is enclosed. Please return the original document after recordation to Mr. James D. Tighe, Vice President, The First National Bank of Boston, 100 Federal Street, 01-23-05, Boston, Massachusetts 02110.

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March 10, 1993

A short summary of the document to appear in the index follows:

"Partial Termination of Security Agreement between The First National Bank of Boston, 100 Federal Street, Boston, MA 02110 (Secured Party) and Helm Financial Corporation, One Embarcadero Center, San Francisco, CA 94111 (Debtor) of the following equipment: (31) 4000 C.F. Covered Hopper Railcars; (1) 4427 C.F. Covered Hopper Railcar; (16) 4600 C.F. or greater Covered Hopper Railcars."

Very truly yours,
The First National Bank of Boston

By: 
James D. Tighe
Vice President

Enclosures: (2) Partial Termination of Security Agreement with Exhibit A

JDT:dlp

COMMONWEALTH OF MASSACHUSETTS)
COUNTY OF SUFFOLK)S
)

On this 9th day of MARCH, 1993 before me, personally appeared MICHAEL I. YAHNG to me personally know, who being by me duly sworn, says that he is a DIVISION EXECUTIVE of **THE FIRST NATIONAL BANK OF BOSTON**, that said instrument was signed on behalf of said association by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

Florence Grose
Notary Public

My Commission Expires:

FLORENCE GROSE
Notary Public
My Commission Expires November 12, 1999

Interstate Commerce Commission
Washington, D.C. 20423

3/12/93

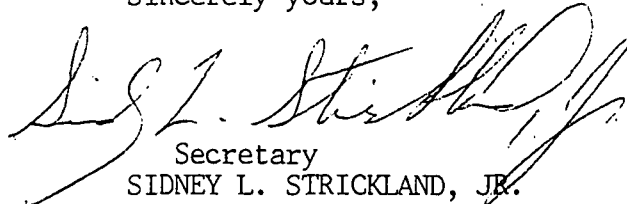
OFFICE OF THE SECRETARY

James D. Tighe
Vice President
The First National Bank Of Boston
100 Federal Street-01-23-05
Boston Massachusetts 02110

Dear **Sir:**

The enclosed document(s) was recorded pursuant to the provisions
of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303,
on **3/11/93** at **3:50pm**, and assigned
recordation number(s). **16168-NN**

Sincerely yours,


Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

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PARTIAL TERMINATION OF
SECURITY AGREEMENT

MAR 11 1993 3:50 PM

INTERSTATE COMMERCE COMMISSION

THIS PARTIAL TERMINATION OF SECURITY AGREEMENT dated as of March 8, 1993 by The First National Bank of Boston, a national banking association, as agent for itself and for Continental Bank, N.A. and Union Bank (collectively, the "Banks") under a Credit Agreement dated as of January 15, 1992, as amended from time to time (the "Agent"), for the benefit of Helm Financial Corporation, a California corporation ("Helm").

1. **Recitals.** Helm owns thirty-seven (37) covered hopper railcars bearing Association of American Railroad Designation Numbers as listed on Exhibit A attached hereto (the "Unit(s)"). Helm has granted a blanket security interest in all of its assets now owned or hereafter acquired (the "Collateral") to the Agent, for the benefit of the Banks, upon the terms and conditions provided in that certain Security Agreement dated as of January 17, 1989 between Helm and the Agent (the "Security Agreement"), and filed at the Interstate Commerce Commission ("ICC") under Recordation No. 16168 filed on January 18, 1989 at 10:55 a.m.

Helm is planning to sell the Units to a third party as permitted by the Security Agreement and desires to do so free and clear of any lien or security interest of the Agent. Pursuant to the terms of the Security Agreement, the Agent, on behalf of the Banks, and Helm desire to terminate the Agent's security interest in the Units.

2. **Termination of Security Interest.** The Agent's security interest in the Units shall be and is hereby terminated upon the filing of this Termination with the ICC and all of the Agent's right, title and interest in and to the Units shall and has become null and void.

This release shall have no effect on the Banks' security interest in and lien on any Collateral other than the Units and said security interest in and lien on such other Collateral is hereby reaffirmed.

IN WITNESS THEREOF, the Banks, pursuant to due authority, have executed this Partial Termination of Security Agreement as of the date first above written.

THE FIRST NATIONAL BANK OF BOSTON,
as Agent

By: 

Title: DIVISION EXECUTIVE

Date: 3/9/93

EXHIBIT A

DESCRIPTION OF EQUIPMENT

Description:

Two (2), 4,000 cubic foot capacity covered hopper railcars.

Thirty-five (35) 4,600 cubic foot capacity (or greater) covered hopper railcars.

<u>Unit Number</u>		<u>Unit Number</u>
1. SIRX 400120		21. SIRX 460189
2. SIRX 400121		22. SIRX 465028
3. SIRX 460113		23. SIRX 465029
4. SIRX 460119		24. SIRX 470096
5. SIRX 460122		25. SIRX 470161
6. SIRX 460131		26. SIRX 470162
7. SIRX 460168		27. SIRX 470163
8. SIRX 460169		28. SIRX 470164
9. SIRX 460170		29. SIRX 475004
10. SIRX 460171		30. SIRX 475005
11. SIRX 460179		31. SIRX 475006
12. SIRX 460180		32. SIRX 475007
13. SIRX 460181		33. SIRX 475009
14. SIRX 460182		34. SIRX 475010
15. SIRX 460183		35. SIRX 475011
16. SIRX 460184		36. SIRX 480003
17. SIRX 460185		37. SIRX 480004
18. SIRX 460186		
19. SIRX 460187		
20. SIRX 460188		